

RECORDATION NO. 28045-8 FILED

OCT 01 '09 -2 55 PM

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

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OF COUNSEL  
URBAN A. LESTER

October 1, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of September 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 and Equipment Schedule No. 2 being filed with the Board under Recordation Number 28045.

The names and addresses of the party to the enclosed document are:

**Seller:** Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

**[Buyer** RBS Asset Finance, Inc.  
71 S. Wacker Drive  
28th Floor  
Chicago, Illinois 60606]

Anne K. Quinlan, Esq.  
October 1, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is

210 railcars. TILX 161041 - TILX 161100 and TILX 538051 - TILX 538200.

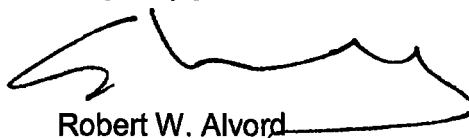
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is stylized with a large, sweeping initial "R" and a series of connected loops for the rest of the name.

Robert W. Alvord

RWA/bhs  
Enclosures

RECORDATION NO. 28045 <sup>B</sup> FILED

EXECUTION COPY

OCT 01 '09 -2 55 PM

SURFACE TRANSPORTATION BOARD

**BILL OF SALE  
(RBSAF - TILC)**

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (the "*Seller*"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by RBS ASSET FINANCE, INC. ("*RBSAF*"), at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the RBSAF and its successors and assigns all right, title and interest of the Seller, in and to the units of railroad equipment, together with appurtenances, accessories, parts and other equipment or property incorporated on, installed on or attached to such units set forth on Schedule A hereto (collectively, the "*Equipment*"), and (ii) assign to RBSAF all of its right, title and interest in and to all warranties or representations made or given to the Seller in the Equipment by the manufacturer thereof.

To have and to hold all and singular the rights to the Equipment to RBSAF and its successors and assigns for their own use and behalf forever.

And the Seller hereby warrants to RBSAF and its successors and assigns that at the time of delivery of the Equipment, the Seller has legal and beneficial title thereto and good and lawful right to sell the Equipment and the Equipment is free and clear of all Liens (other than Permitted Liens of the type described in clauses (ii), (iii), (iv) and (v) of the definition thereof), and the Seller covenants that it will defend forever such title to the Equipment against the demands or claims of all Persons whomsoever based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Equipment by the Seller hereunder. Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings set forth in the Master Rail Lease Agreement, dated as of September 30, 2009, by and between the Seller and RBSAF.

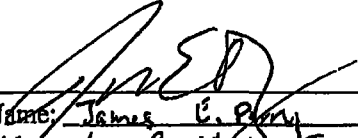
This Bill of Sale shall be governed by the laws of the State of New York.

*[Signature page follows.]*

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed in its name,  
by a duly authorized officer on the 30<sup>th</sup> day of September, 2009.

TRINITY INDUSTRIES LEASING COMPANY

By

  
Name: James E. Perry  
Title: Vice President, Treasurer  
and Assistant Secretary

*Bill of Sale*

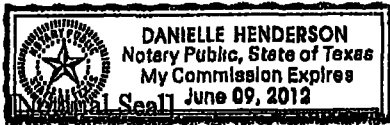
STATE OF TEXAS

§  
§  
§

SS:

COUNTY OF DALLAS

On this 30<sup>th</sup> day of September, 2009, before me personally appeared James E. Perry, to me personally known, who being by me duly sworn, says that he is Vice President, Treasurer and Assistant Secretary of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Bill of Sale was signed on behalf of said entity. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said entity.



Danielle Henderson  
Notary Public

My commission expires.

6/9/2012

BILL OF SALE

**SCHEDULE A**  
**DESCRIPTION OF EQUIPMENT**

150 Covered Triple Hopper Cars with a 5,380 cubic foot capacity, a cost of \$[ ]<sup>1</sup> per unit, and the following respective reporting marks:

TILX538051	TILX538076	TILX538101	TILX538126	TILX538151	TILX538176
TILX538052	TILX538077	TILX538102	TILX538127	TILX538152	TILX538177
TILX538053	TILX538078	TILX538103	TILX538128	TILX538153	TILX538178
TILX538054	TILX538079	TILX538104	TILX538129	TILX538154	TILX538179
TILX538055	TILX538080	TILX538105	TILX538130	TILX538155	TILX538180
TILX538056	TILX538081	TILX538106	TILX538131	TILX538156	TILX538181
TILX538057	TILX538082	TILX538107	TILX538132	TILX538157	TILX538182
TILX538058	TILX538083	TILX538108	TILX538133	TILX538158	TILX538183
TILX538059	TILX538084	TILX538109	TILX538134	TILX538159	TILX538184
TILX538060	TILX538085	TILX538110	TILX538135	TILX538160	TILX538185
TILX538061	TILX538086	TILX538111	TILX538136	TILX538161	TILX538186
TILX538062	TILX538087	TILX538112	TILX538137	TILX538162	TILX538187
TILX538063	TILX538088	TILX538113	TILX538138	TILX538163	TILX538188
TILX538064	TILX538089	TILX538114	TILX538139	TILX538164	TILX538189
TILX538065	TILX538090	TILX538115	TILX538140	TILX538165	TILX538190
TILX538066	TILX538091	TILX538116	TILX538141	TILX538166	TILX538191
TILX538067	TILX538092	TILX538117	TILX538142	TILX538167	TILX538192
TILX538068	TILX538093	TILX538118	TILX538143	TILX538168	TILX538193
TILX538069	TILX538094	TILX538119	TILX538144	TILX538169	TILX538194
TILX538070	TILX538095	TILX538120	TILX538145	TILX538170	TILX538195
TILX538071	TILX538096	TILX538121	TILX538146	TILX538171	TILX538196
TILX538072	TILX538097	TILX538122	TILX538147	TILX538172	TILX538197
TILX538073	TILX538098	TILX538123	TILX538148	TILX538173	TILX538198
TILX538074	TILX538099	TILX538124	TILX538149	TILX538174	TILX538199
TILX538075	TILX538100	TILX538125	TILX538150	TILX538175	TILX538200

60 Coiled and Insulated Tank Cars with 16,664 gallon capacity, a cost of \$[ ]<sup>1</sup> per unit and the following respective reporting marks:

TILX161041	TILX161056	TILX161071	TILX161086
TILX161042	TILX161057	TILX161072	TILX161087
TILX161043	TILX161058	TILX161073	TILX161088
TILX161044	TILX161059	TILX161074	TILX161089
TILX161045	TILX161060	TILX161075	TILX161090
TILX161046	TILX161061	TILX161076	TILX161091
TILX161047	TILX161062	TILX161077	TILX161092
TILX161048	TILX161063	TILX161078	TILX161093
TILX161049	TILX161064	TILX161079	TILX161094
TILX161050	TILX161065	TILX161080	TILX161095
TILX161051	TILX161066	TILX161081	TILX161096
TILX161052	TILX161067	TILX161082	TILX161097
TILX161053	TILX161068	TILX161083	TILX161098
TILX161054	TILX161069	TILX161084	TILX161099
TILX161055	TILX161070	TILX161085	TILX161100

<sup>1</sup> Redacted as confidential to the parties.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

9/30/09



\_\_\_\_\_  
Robert W. Alvord